

# EVERSENDAL

## EVERSENDAL CORPORATION BERHAD

(Company No. 614060-A)  
(Incorporated in Malaysia under the Companies Act, 1965)

### NOTICE OF NINTH ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Ninth Annual General Meeting of Eversendal Corporation Berhad ("the Company") will be held at Mahkota III Ballroom, Hotel Istana Kuala Lumpur City Centre, 73 Jalan Raja Chulan, 50200 Kuala Lumpur, Malaysia on Tuesday, 19 June 2012 at 10.00 a.m. to transact the following business:

#### AS ORDINARY BUSINESS

- 1 To table and receive the Audited Financial Statements of the Company for the year ended 31 December 2011 and the Reports of the Directors and Auditors thereon. Note 6
- 2 To declare a first and final single tier dividend of 1 sen per share in respect of the year ended 31 December 2011 as recommended by the Directors. Resolution 1
- 3 To approve payment of Directors' fees. Resolution 2
- 4 To re-elect the following Directors who retire by rotation in accordance with Article 128 of the Company's Articles of Association and being eligible, offer themselves for re-election:  
Mr Nadarajan Rohan Raj Resolution 3  
Mr Narishnath a/l Nathan Resolution 4
- 5 To re-elect the following Director who retires in accordance with Article 133 of the Company's Articles of Association:  
Mr S Sunthara Moorthy a/l S Subramaniam Resolution 5
- 6 To re-appoint Ernst & Young as the Company's auditors for the ensuing year and to authorise the Directors to fix their remuneration. Resolution 6

#### AS SPECIAL BUSINESS

- 7 Authority to Directors to Issue Shares Resolution 7  
To consider and, if thought fit, to pass the following Ordinary Resolution:  
"THAT, subject always to the Articles of Association of the Company and the approvals of the relevant Regulatory Authorities, pursuant to Section 132D of the Companies Act, 1965, the Directors of the Company be and are hereby empowered to issue shares in the capital of the Company at any time until the conclusion of the next Annual General Meeting of the Company and upon such terms and conditions and for such purposes and to such person or persons as the Directors of the Company, may in their absolute discretion deem fit, PROVIDED THAT the aggregate number of shares to be issued pursuant to this resolution does not exceed ten (10) per centum of the issued share capital of the Company for the time being AND THAT the Directors of the Company are also empowered to obtain the approval from the Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad."  
Resolution 8
- 8 Proposed Shareholders' Ratification and Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature Resolution 8  
To consider and, if thought fit, to pass the following Ordinary Resolution:  
"THAT all the recurrent related party transactions of a revenue or trading nature entered into by the Company and its subsidiaries ("the Group") with the related parties, as detailed in Section 1.2 of the Circular to Shareholders dated 25 May 2012 which is necessary for its day-to-day operations and/or in the ordinary course of business of the Company and its subsidiaries on terms not more favourable to the related parties than those generally available to the public and not detrimental to the minority shareholders of the Company, from 1 July 2011 (the date of listing of the Company's shares on the Main Market of Bursa Malaysia Securities Berhad) to the date of the Company's Annual General Meeting ("AGM") be and is hereby approved and ratified;  
AND FURTHER THAT, subject to the provisions of Bursa Malaysia Securities Berhad's Main Market Listing Requirements, approval be and is hereby given for the Group, to enter into recurrent related party transactions of a revenue or trading nature with the related parties ("Proposed RRPT Mandate") as specified in Section 1.2 of the Circular to Shareholders dated 25 May 2012 which is necessary for its day-to-day operations and/or in the ordinary course of business of the Company and its subsidiaries on terms not more favourable to the related parties than those generally available to the public and not detrimental to the minority shareholders of the Company and that such mandate shall continue to be in force until:  
(a) the conclusion of the next AGM of the Company following the AGM at which the ordinary resolution for the Proposed RRPT Mandate will be passed, at which time it will lapse, unless by a resolution passed at a general meeting, the authority is renewed;  
(b) the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or  
(c) revoked or varied by resolution passed by the shareholders at a general meeting;  
whichever is the earlier;  
AND FURTHER THAT authority be and is hereby given to the Directors of the Company and its subsidiaries to complete and do all such acts and things (including executing such documents as may be required) to give effect to such transactions as authorised by the Ordinary Resolution."  
Resolution 9
- 9 Proposed Amendments to the Articles of Association of the Company Resolution 9  
To consider and, if thought fit, to pass the following Special Resolution:  
"THAT the amendments to the Articles of Association of the Company as set out in Section 2.1 of the Circular to Shareholders dated 25 May 2012 be and are hereby approved and adopted;  
AND THAT the directors of the Company be and are hereby authorised to do such acts, deeds and things as are necessary and/or expedient in order to give full effect to the Proposed Amendments with full powers to assent to any conditions, and/or amendments as may be required by the relevant authorities."
- 10 To transact any other business of which due notice shall have been given.

### NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

Notice is hereby given that, subject to the approval of Members at the Ninth Annual General Meeting to be held on Tuesday, 19 June 2012 at 10.00 a.m., a first and final single tier dividend of 1 sen per share in respect of the financial year ended 31 December 2011, will be paid on 23 July 2012 to Depositors whose names appear in the record of Depositors on 9 July 2012.

A Depositor shall qualify for entitlement to the dividend only in respect of:-

- a. Shares transferred into the Depositor's securities account before 5.00 p.m. on 9 July 2012 in respect of transfers;
- b. Shares bought on Bursa Malaysia Securities Berhad ("the Exchange") on a cum entitlement basis according to the Rules of the Exchange.

BY ORDER OF THE BOARD

CHEOK KIM CHEE MACS 00139  
PRAMILA KAUR A/P AMRICK SINGH MAICSA 7064352  
Company Secretaries

Kuala Lumpur  
25 May 2012

#### Notes

- 1 A member of the Company entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy may but need not be a member of the Company. If the proxy is not a Member, the proxy need not be an advocate, an approved company auditor or a person approved by the Companies Commission.
- 2 The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under the corporation's common seal or under the hand of an officer or attorney duly authorised.
- 3 The instrument appointing a proxy must be deposited at the office of the Company's Share Registrar, Symphony Share Registrars Sdn Bhd (378993-D) at Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
- 4 Where a member appoints two proxies, he shall specify the proportion of his shareholding to be represented by each proxy. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- 5 For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting the Bursa Malaysia Depository Sdn Bhd to make available to the Company a Record of Depositors as at 12 June 2012. Only a member whose name appears on this Record of Depositors shall be entitled to attend this meeting or appoint a proxy to attend and vote on his/her behalf.
- 6 Agenda 1 is to table and receive the Audited Financial Statements pursuant to the provision of Section 169(1) of the Companies Act, 1965 and is meant for discussion only. It does not require a formal approval and/or adoption by the shareholders of the Company and hence, Agenda 1 is not put forward for voting.

Explanatory notes on Special Business:-

- 1 Authority to Directors to Issue Shares

The Proposed Ordinary Resolution 7, if passed, is to give the Directors of the Company flexibility to issue and allot shares from unissued capital of the Company up to an amount not exceeding 10% of the Company's total issued share capital for the time being upon such terms and conditions and for such purposes and to such person or persons as Directors of the Company in their absolute discretion consider to be in the interest of the Company, without having to convene a general meeting. This authority will expire at the next Annual General Meeting of the Company or at the expiration of the period within which the next Annual General Meeting is required by law to be held, whichever is earlier.

At this juncture, there is no decision to issue new shares. If there should be a decision to issue new shares after the general mandate is approved by the shareholders at the forthcoming Ninth Annual General Meeting, the Company will make an announcement in respect of the purpose and utilisation of proceeds arising from such issue.

In case of any strategic opportunities involving equity deals, which may require the Company to allot and issue new shares speedily, the Company may capitalise on its advantageous position if the Board considers it to be in the best interest of the Company. Any delay arising from and the cost involved in convening a general meeting to approve such issuance of shares would be eliminated.

- 2 Proposed Shareholders' Ratification and Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

Please refer to the Circular to Shareholders dated 25 May 2012.

- 3 Proposed Amendments to the Articles of Association of the Company

The proposed amendments to the Articles of Association are to comply with the amendments made to Chapter 7 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements.

Please refer to the Circular to Shareholders dated 25 May 2012.